

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

AFFIDAVIT OF SERVICE

I, Eladio Perez, depose and say that I am employed by Kroll Restructuring Administration LLC (“**Kroll**”), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On March 11, 2025, at my direction and under my supervision, employees of Kroll caused the following document to be served by the method set forth on the Core/2002 Agenda Service List attached hereto as **Exhibit A**:

- Notice of Status Conference on March 17, 2025, at 2:30 p.m. (ET) [Docket No. 1081]

On March 11, 2025, at my direction and under my supervision, employees of Kroll caused the following documents to be served by the method set forth on the Core/2002 Service List attached hereto as **Exhibit B**:

¹ The Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

- Debtors' Application for Entry of an Order (I) Authorizing the Retention and Employment of Hilco Diligence Services, LLC as Field Examiner for the Debtors and Debtors in Possession Effective as of February 10, 2025, (II) Waiving Certain Requirements Imposed by Local Rule 2016-1, and (III) Granting Related Relief [Docket No. 1084]
- Order Approving Proposed Stipulated Scheduling Order [Docket No. 1086]
- Third Supplemental Order Further Extending the Debtors' Time to Comply with Section 345(b) of the Bankruptcy Code and the U.S. Trustee Guidelines [Docket No. 1087]

On March 11, 2025, at my direction and under my supervision, employees of Kroll caused the following document to be served by the method set forth on the Fee Application Service List attached hereto as **Exhibit C**:

- First Combined Monthly Fee Statement of Petrillo Klein + Boxer LLP as Special Counsel to the Debtors and Debtor in Possession, for Allowance of Compensation and Reimbursement of Expenses for the Period from November 3, 2024 Through December 31, 2024 [Docket No. 1083]

Dated: March 19, 2025

/s/ Eladio Perez
Eladio Perez

State of New York
County of New York

Subscribed and sworn (or affirmed) to me on March 19, 2025, by Eladio Perez, proved to me on the bases of satisfactory evidence to be the person who executed this affidavit.

/s/ OLEG BITMAN
Notary Public, State of New York
No. 01BI6339574
Qualified in New York County
Commission Expires April 4, 2028

Exhibit A

Exhibit A
Core/2002 Agenda Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	FAX	EMAIL	METHOD OF SERVICE
Counsel to Michael J. Wartell as the Independent Director and sole member of the Conflicts Committee of the Board of each of the Retaining Debtors	Akin Gump Strauss Hauer & Feld LLP	Attn: Marty L. Brimmage, Jr. 2300 N. Field Street Suite 1800 Dallas TX 75201		mbrimmage@akingump.com	Email
Counsel to Michael J. Wartell as the Independent Director and sole member of the Conflicts Committee of the Board of each of the Retaining Debtors	Akin Gump Strauss Hauer & Feld LLP	Attn: Michael S. Stamer, Brad M. Kahn, Avi E. Luf One Bryant Park New York NY 10036		mstamer@akingump.com bkahn@akingump.com aluft@akingump.com	Email
Counsel to Michael J. Wartell as the Independent Director and sole member of the Conflicts Committee of the Board of each of the Retaining Debtors	Ashby & Geddes, P.A.	Attn: Michael D. DeBaecke 500 Delaware Avenue, 8th Floor Wilmington DE 19801		mdebaecke@ashbygeddes.com	Email
Counsel for Dell Financial Services, L.L.C.	Austria Legal, LLC	Attn: Matthew P. Austria 1007 N. Orange Street, 4th Floor Wilmington DE 19801		maustria@austriallc.com	Email
Counsel to Azalea Joint Venture, LLC, Brixmor Operating Partnership LP, Continental Realty Corporation, Federal Realty OP LP, FR Grossmont, LLC, Prime/FRIT Mission Hills, LLC, and ShopOne Centers REIT, Inc.	Ballard Spahr LLP	Attn: Leslie C. Heilman, Laurel D. Roglen, Margaret A. Vesper 919 North Market Street 11th Floor Wilmington DE 19801		heilmanl@ballardspahr.com roglenl@ballardspahr.com vesperm@ballardspahr.com	Email
Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT,LP, and/or certain of their affiliates	Barclay Damon LLP	Attn: Kevin M. Newman Barclay Damon Tower 125 East Jefferson Street Syracuse NY 13202		knewman@barclaydamon.com	Email
Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT,LP, and/or certain of their affiliates	Barclay Damon LLP	Attn: Niclas A. Ferland 545 Long Wharf Drive Ninth Floor New Haven CT 06511		nferland@barclaydamon.com	Email
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Counsel to Drink LMNT, Inc.	Barnes & Thornburg LLP	Attn: Kevin G. Collins 222 Delaware Avenue, Suite 1200 Wilmington DE 19801		kevin.collins@btlaw.com	Email
Counsel to Elanco US Inc.	Barnes & Thornburg LLP	Attn: Mark R. Owens, Amy E. Tryon 222 Delaware Avenue, Suite 1200 Wilmington DE 19801		mark.owens@btlaw.com amy.tryon@btlaw.com	Email
Counsel for Kin Properties, Inc., Jefan LLC, Aberdeen Oklahoma Associates, Pasan LLC, Esan LLC, Fundamentals Company LLC, Muffrey LLC, Fundamentals Company, Kinpark Associates, Laurie Industries Inc., Alisan Trust, Diajeff Trust, Stowsan Limited Partnership, Esue LLC, Alisan LLC, and Roseff LLC	Bayard, P.A.	Attn: Ericka F. Johnson 600 N. Market Street, Suite 400 Wilmington DE 19801		ejohnson@bayardlaw.com	Email
Counsel to The ChildSmiles Group, LLC a/k/a Abra Health	Benesch Friedlander Coplan & Aronoff LLP	Attn: Elliot M. Smith 127 Public Square, Suite 4900 Cleveland OH 44114		esmith@beneschlaw.com	Email
Counsel to Babson Macedonia Partners, LLC, TM2, LLC, The ChildSmiles Group, LLC a/k/a Abra Health	Benesch Friedlander Coplan & Aronoff LLP	Attn: Kevin M. Capuzzi, Juan E. Martinez, Jennifer R. Hoover 1313 North Market Street, Suite 1201 Wilmington DE 19801-6101		kcapuzzi@beneschlaw.com jmartinez@beneschlaw.com jhoover@beneschlaw.com	Email
Counsel to Brian Gale, Mark Noble, Terry Philippos, and Lawrence Bass and Former Stockholders	Bernstein Litowitz Berger & Grossmann LLP	Attn: Benjamin Potts, Mae Oberste 500 Delaware Avenue Suite 901 Wilmington DE 19801		benjamin.potts@blbglaw.com mae.oberste@blbglaw.com	Email
Counsel to Brian Gale, Mark Noble, Terry Philippos, and Lawrence Bass and Former Stockholders	Bernstein Litowitz Berger & Grossmann LLP	Attn: Jeroen van Kwawegen, Thomas James 1251 Avenue of the Americas New York NY 10020		jeroen@blbglaw.com thomas.james@blbglaw.com	Email
Counsel to Doctor's Best Inc	Blakeley LC	Attn: Scott Blakeley 530 Technology Drive Suite 100 Irvine CA 92618		SEB@blakeleyLC.com	Email
Counsel for Wilmington Trust, National Association, as Prepetition First Lien Agent and DIP Agent	Blank Rome LLP	Attn: Michael B. Schaedle, Stanley B. Tarr, Jordan L. Williams 1201 N. Market Street, Suite 800 Wilmington DE 19801		mike.schaedle@blankrome.com stanley.tarr@blankrome.com jordan.williams@blankrome.com	Email
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Counsel to Nancy C. Millan, Hillsborough County Tax Collector	Brian T. FitzGerald	Post Office Box 1110 Tampa FL 33601-1110		fitzgeraldb@hcfl.gov stroupej@hcfl.gov connorsa@hcfl.gov	Email

Exhibit A
Core/2002 Agenda Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	FAX	EMAIL	METHOD OF SERVICE
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Counsel to Oracle America, Inc	Buchalter, A Professional Corporation	Attn: Shawn M. Christianson 425 Market Street, Suite 2900 San Francisco CA 94105-3493		schristianson@buchalter.com	Email
Counsel to Comenity Capital Bank, CTO24 Carolina LLC, as successor in interest to DDR Carolina Pavilion, LP, Sylvan Park Apartments, LLC	Burr & Forman LLP	Attn: J. Cory Falgowski 222 Delaware Avenue, Suite 1030 Wilmington DE 19801		jfalgowski@burr.com	Email
Counsel for CTO24 Carolina LLC, as successor in interest to DDR Carolina Pavilion, LP, Sylvan Park Apartments, LLC	Burr & Forman LLP	Attn: J. Ellsworth Summers, Jr., Dana L. Robbins 50 North Laura Street, Suite 3000 Jacksonville FL 32202		esummers@burr.com drobbins@burr.com	Email
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Counsel to Crossroads Centre II, LLC, Surprise Towne Center Holdings, LLC, VS Tempe, LLC, Vestar-CPT Tempe Marketplace, LLC	Clark Hill PLC	Attn: Audrey L. Hornisher 901 Main Street, Suite 6000 Dallas TX 75202		ahornisher@clarkhill.com	Email
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Counsel to the Prophecy Settlement-related Liquidating Trust 2022-23	Cozen O'Connor	Attn: Marla S. Benedek, Kaan Ekiner 1201 N. Market Street Suite 1001 Wilmington DE 19801		mbenedek@cozen.com kekiner@cozen.com	Email
Counsel to Woodbolt Distribution, LLC, Glanbia Performance Nutrition, Inc., Sunwarrior Ventures LLC d/b/a Sunwarrior LLC and Sun Brothers, LLC	Cross & Simon, LLC	Attn: Christopher P. Simon 1105 North Market Street, Suite 901 Wilmington DE 19801		csimon@crosslaw.com	Email
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Core/2002 Agenda Service List
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DESCRIPTION	NAME	ADDRESS	FAX	EMAIL	METHOD OF SERVICE
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Counsel to Harris County, Harris County Flood Control District, Harris County Port of Houston Authority, Harris County Hospital District, and Harris County Department of Education (hereinafter "Harris County")	Harris County Attorney's Office	Susan Fuentes Attn: Property Tax Division P.O. Box 2848 Houston TX 77252		taxbankruptcy.cao@harriscountytexas.gov	Email
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Counsel to County to Imperial Treasurer-Tax Collector	Imperial Treasurer-Tax Collector	Attn: Flora Oropeza 940 West Main Street, Suite 106 El Centro CA 92243			Overnight Mail
IRS Insolvency Section	Internal Revenue Service	Centralized Insolvency Operation 1111 Constitution Ave., NW Washington DC 20224	855-235-6787		Facsimile
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Counsel to BCDC Portfolio Owner LLC, BCHQ Owner LLC, Brookfield Properties Retail, Inc., Curblin Properties Corp., First Washington Realty, GCP Boom LLC, JLL Property Management (Franklin Mall), Kite Realty Group, L.P., NNN REIT, Inc., Regency Centers, L.P., Shamrock A. Owner LLC, and SITE Centers Corp.	Kelley Drye & Warren LLP	Attn: Robert L. LeHane, Jennifer D. Raviele, Allison Selick 3 World Trade Center 175 Greenwich Street New York NY 10007		KDWBankruptcyDepartment@kelleydrye.com rlehane@kelleydrye.com jraiviele@kelleydrye.com aselick@kelleydrye.com	Email
Counsel to Ken Burton, Jr., Manatee County Tax Collector	Ken Burton, Jr., Manatee County Tax Collector	Attn: Michelle Leeson, Paralegal, Collections Specialist, CFCA 1001 3rd Ave W, Suite 240 Brandenton FL 34205-7863		legal@taxcollector.com	Email
Counsel to Frontier Bel Air LLC, Frontier Dania LLC, Frontier Osceola LLC, Frontier Dover LLC, Frontier Kissimmee LLC	Kerrick Bachert PSC	Attn: Scott A. Bachert 1411 Scottsville Road P. O. Box 9547 Bowling Green KY 42102-9547	270-782-5856		Overnight Mail and Facsimile
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Counsel to Debtors and Debtors in Possession	Kirkland & Ellis LLP	Attn: Joshua A. Sussberg, P.C., Nicole L. Greenblatt, P.C., Derek I. Hunter 601 Lexington Avenue New York NY 10022		joshua.sussberg@kirkland.com nicole.greenblatt@kirkland.com derek.hunter@kirkland.com	Email
Counsel to Debtors and Debtors in Possession	Kirkland & Ellis LLP	Attn: Mark McKane, P.C. 555 California Street San Francisco CA 94101		mark.mckane@kirkland.com	Email

Exhibit A
Core/2002 Agenda Service List
Served as set forth below

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Counsel to the ABL Secured Parties Counsel to BCDC Portfolio Owner LLC, BCHQ Owner LLC, Brookfield Properties Retail, Inc., Curblin Properties Corp., First Washington Realty, GCP Boom LLC, JLL Property Management (Franklin Mall), Kite Realty Group, L.P., NNN REIT, Inc., Regency Centers, L.P., Shamrock A. Owner LLC, and SITE Centers Corp., MJK Real Estate Holding Company, LLC	Latham & Watkins LLP	Attn: Jennifer Ezring, James Kstanes, Andrew Sorkin 1271 Avenue of the Americas New York NY 10020		Jennifer.Ezring@lw.com James.Kstanes@lw.com andrew.sorkin@lw.com	Email
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Counsel to Dallas County Counsel to Hopkins County, Kaufman County, Sulphur Springs ISD, Rockwall CAD, Tarrant County, Navarro County, Smith County, Ellis County, City of Sulphur Springs, Wise County, Tom Green CAD, Grayson County, Gregg County, Prosper ISD, Town of Prosper, City of Carrollton, Northwest ISD, City of Allen, City of Wylie, Lewisville ISD, Allen ISD, City of Frisco, Irving ISD, Parker CAD	Linebarger Goggan Blair & Sampson, LLP	Attn: Don Stecker 112 E. Pecan Street, Suite 2200 San Antonio TX 78205		sanantonio.bankruptcy@lgbs.com	Email
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Counsel to Heritage Seymour I, LLC and Heritage Seymour II, LLC	McCarter & English, LLP	Attn: Lisa S. Bonsall Four Gateway Center 100 Mulberry Street Newark NJ 07102		lbonsall@mccarter.com	Email
Counsel to Heritage Seymour I, LLC and Heritage Seymour II, LLC, Shelbyville Road Plaza, LLC, Lichtefeld Development Trust, Lichtefeld Properties LLC	McCarter & English, LLP	Attn: Shannon D. Humiston, Kate Roggio Buck, Maliheh Zare Renaissance Centre 405 N. King Street, 8th Floor Wilmington DE 19801		shumiston@mccarter.com kbuck@mccarter.com mzare@mccarter.com	Email
Counsel to Tax Appraisal District of Bell County, Brazos County, Burnet Central Appraisal District, Bowie Central Appraisal District, Denton County, Guadalupe County, Hays County, Midland Central Appraisal District, City of Waco/Waco Independent School District/La Vega Independent School District, and Williamson County	McCreary, Veselka, Bragg, & Allen, P.C.	Attn: Julie Anne Parsons 700 Jeffrey Way, Suite 100 Round Rock TX 78665		jparsons@mvalaw.com	Email

Exhibit A
Core/2002 Agenda Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	FAX	EMAIL	METHOD OF SERVICE
Counsel to Tax Appraisal District of Bell County, Brazos County, Burnet Central Appraisal District, Bowie Central Appraisal District, Denton County, Guadalupe County, Hays County, Midland Central Appraisal District, City of Waco/Waco Independent School District/La Vega Independent School District, and Williamson County	McCreary, Veselka, Bragg, & Allen, P.C.	Attn: Julie Anne Parsons P.O. Box 1269 Round Rock TX 78680-1269		jparsons@mvbalaw.com	Email
Counsel to Parm Golf Center LLC	McKenna Storer	Attn: David A. Shapiro 33 N. LaSalle Street Suite 1400 Chicago IL 60602		dshapiro@mckenna-law.com service@mckenna-law.com	Email
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Exhibit B

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Exhibit B
Core/2002 Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Core/2002 Service List
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Core/2002 Service List
Served as set forth below

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Exhibit C

Exhibit C
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